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 [Proposed] Counsel to the Official Committee
 of Holders of Executory Contract Rights Through
 USA Commercial Mortgage Company

**UNITED STATES BANKRUPTCY COURT
 FOR THE DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,

 Debtor.

Case Nos.:
 BK-S-06-10725-LBR
 BK-S-06-10726-LBR
 BK-S-06-10727-LBR
 BK-S-06-10728-LBR
 BK-S-06-10729-LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,

 Debtor.

JOINTLY ADMINISTERED
 Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,

 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,

 Debtor.

OST REQUESTED
 Date: June 5, 2006
 Time: 9:30 a.m.

In re:
 USA SECURITIES, LLC,

 Debtor.

Affects:
☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

**EX PARTE APPLICATION FOR ORDER SHORTENING TIME TO HEAR
 APPLICATION OF THE OFFICIAL COMMITTEE OF HOLDERS OF EXECUTORY
 CONTRACT RIGHTS THROUGH USA COMMERCIAL MORTGAGE COMPANY TO
 EMPLOY GORDON & SILVER, LTD.**

The Official Committee of Holders of Executory Contract Rights Through USA Commercial Mortgage Company (the "Direct Lenders Committee"), by and through its proposed attorneys, the law firm of Gordon & Silver, Ltd., filed their Application of the Official Committee of Holders of Executory Contract Rights Through USA Commercial Mortgage Company to Employ Gordon & Silver, Ltd. (the "Application"). This Ex Parte Application for Order Shortening Time to Hear the Application is made and based upon Fed. R. Bankr. P. 9006, the following memorandum of points and authorities, the Affidavit of Talitha B. Gray, Esq. (the "Gray Affidavit"), the Attorney Information Sheet filed contemporaneously herewith, and the papers and pleading on file herein, judicial notice of which is respectfully requested.

WHEREFORE, Debtor respectfully requests that this Honorable Court grant this ex parte application and issue an order shortening time to hear the Application at the Omnibus Hearing on June 5, 2006 (the "June 5 Hearing"), and for such other and further relief as the Court deems just and proper.

DATED this 26th day of May, 2006.

GORDON & SILVER, LTD.

By:

GERALD M. GORDON, ESQ.
GREGORY E. GARMAN, ESQ.
TALITHA B. GRAY, ESQ.

POINTS AND AUTHORITIES

I.

AFFIDAVIT OF TALITHA B. GRAY, ESQ.

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

I, Talitha B. Gray, Esq., being first duly sworn, deposes and says:

1. I am over the age of 18, am mentally competent, have personal knowledge of the facts in this matter, and if called upon to testify, could and would do so.

2. I am an associate with the law firm of Gordon & Silver, Ltd., counsel for the

1 Direct Lenders Committee, in the above-captioned bankruptcy cases (the "Chapter 11 Cases")
2 and duly licensed to practice law in the State of Nevada.

3 3. On April 13, 2005 (the "Petition Date"), USA Commercial Mortgage Company
4 ("USA Mortgage"), USA Securities, LLC ("USA Securities"), USA Capital Realty Advisors,
5 LLC ("USA Realty"), USA Capital Diversified Trust Deed Fund, LLC ("USA Diversified"), and
6 USA Capital First Trust Deed Fund, LLC ("USA First" and, collectively with USA Mortgage,
7 USA Securities, USA Realty, and USA Diversified, the "Debtors") filed voluntary petitions for
8 relief under Chapter 11, Title 11 of the United States Code.

9 4. On May 10, 2006, the Office of the United States Trustee (the "US Trustee")
10 appointed the following four committees in the Chapter 11 Cases:

- 11 1. The Official Committee of Holders of Executory Contract Rights Through
12 USA Commercial Mortgage Company¹;
- 13 2. The Official Unsecured Creditors Committee for USA Commercial
14 Mortgage Company;
- 15 3. The Official Committee of Equity Security Holders of USA Capital
16 Diversified Trust Deed Fund, LLC; and
- 17 4. The Official Committee of Equity Security Holders of USA Capital First
18 Trust Deed Fund, LLC.

19 5. The Direct Lenders Committee initially sought to retain the law firm of Stutman,
20 Treister and Glatt collectively with one or both of the fund committees. However, after
21 deliberating the issue at their first full meeting on May 23, 2006, the Direct Lenders Committee
22 has determined that joint representation is not in its best interest. As such, the Direct Lenders
23 Committee contacted Gordon & Silver, Ltd. ("G&S") late in the evening on May 23, 2006 and
24 expressed its desire to employ G&S as its counsel in the Chapter 11 cases.

25 6. An Omnibus Hearing has been scheduled for the June 5 Hearing at which time the
26 following motions and applications are scheduled will be heard:

- 27 (a) Application To Employ Shea & Carlyon, Ltd (Docket # 303);

28 ¹ Notably, the Direct Lenders Committee represents the interests of approximately three thousand six hundred parties-in-interest in the Chapter 11 Cases thereby necessitating their immediate and active involvement in the reorganization process through their duly retained counsel.

- (b) Application to Employ Stutman, Treister & Glatt as Counsel for Investor Committees for Matters of Common Interest (Docket # 280);
- (c) Motion to Compel Debtor to Continue to Forward Lender Payments to Direct Lenders; Motion to Delay or Prohibit Appraisals on Performing Loans (Docket # 215);
- (d) Motion for Relief from Stay Property: various real property with Certificate of Service (Affects USA Commercial Mortgage Co.) (Docket # 208);
- (e) Direct Lenders' Motions: 1. To Compel Debtor To Continue To Forward Lender Payments To Direct Lenders; And 2. To Delay Or Prohibit Appraisals On Performing Loans (Affect USA Commercial Mortgage Co.) (Docket # 209);
- (f) Motion for Authorizing Return of Non-Invested Funds (Docket # 194);
- (g) Application to Employ Hilco Real Estate LLC/Hilco Real Estate Appraisal, LLC as Real Estate Appraiser (Affects All Debtors) (Docket # 172);
- (h) Motion To Temporarily Hold Funds Pending A Determination Of The Proper Recipients, And Memorandum Of Points And Authorities (Affects All Debtors) (Docket # 173); and
- (i) Motion for Order Authorizing Return of Non-Invested Funds (Docket # 155).

7. As this Court is well-aware, the Chapter 11 Cases are moving forward at an extraordinary pace and therefore it is critical that the Direct Lenders Committee's interests be thoroughly represented with regard to the numerous pending motions and applications. As such, it is necessary that the Application be heard at the June 5 Hearing.

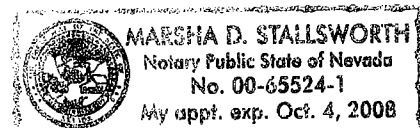
8. Notably, both the Office of the United States Trustee and counsel for the above-captioned Debtors have agreed to have the Application heard on shortened time.

DATED this 26th day of May, 2006.

TALITHA B. GRAY, ESQ.

SUBSCRIBED AND SWORN to before me
this 26th day of May, 2006.

NOTARY PUBLIC



II.
LEGAL ARGUMENT

Section 105, Title 11 United States Code (the "Bankruptcy Code") allows this Court to issue such orders as are necessary to carry out the provisions of this title. Fed. R. Bankr. P. 9006(c)(1) generally permits a Bankruptcy Court, for cause shown and in its discretion, to reduce the period during which any notice is given in accordance with the Bankruptcy Rules. Bankruptcy Rule 9006(c)(1) provides as follows:

Except as provided in paragraph (2) of this subdivision, when an act is required or allowed to be done at or within a specified time by these rules or by a notice given thereunder or by order of court, the court for cause shown may in its discretion with or without motion or notice order the period reduced.

11 U.S.C. § 105. Local Rule 9006 provides further authority for shortening the time for a hearing. According to Local Rule 9006(b), every motion for an order shortening time must be accompanied by an affidavit stating the reasons for an expedited hearing. As set forth in the Gray Affidavit, there is a compelling reason for an expedited hearing.

Local Rule 9006 requires the moving party to submit an Attorney Information Sheet indicating whether opposing counsel was provided with notice, whether opposing counsel consented to the hearing on an order shortening time, the date counsel was provided with notice and how notice was provided or attempted to be provided. An Attorney Information Sheet was filed contemporaneously with this ex parte motion.

III.
CONCLUSION

WHEREFORE, the Direct Lenders Committee respectfully requests that this Honorable Court grant this ex parte application and issue an order shortening time to hear the Application

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...

1 and for such other and further relief as the Court deems just and proper.

2 DATED this 26th day of May, 2006.

3 GORDON & SILVER, LTD

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